UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK
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In re

UBB PROJECT LLC *dba* ROOMR

Debtor.
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Case No.: 16-40590-ess
Chapter 11

DEBTOR'S APPLICATION FOR AUTHORIZATION TO RETAIN LAW OFFICE OF JULIO E. PORTILLA, P.C., AS SUBSTITUTE COUNSEL TO THE DEBTOR

TO: THE HONORABLE ELIZABETH S. STONG
UNITED STATES BANKRUPTCY JUDGE:

The debtor and debtor in possession, UBB Project LLC *dba* Roomr, the debtor and debtor in possession, (the "Debtor"), by its principal, Yelena Sklyut, seeks the entry of an order pursuant to sections 327(a) and 1107 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") authorizing the Debtor's retention and employment of Law Office of Julio E. Portilla, P.C. ("JEP Law") effective as of August 25, 2016 as substitute counsel to the Debtor to provide legal services in connection with this case (the "Application"). In support thereof, the Debtor states:

SUMMARY OF REQUESTED RELIEF

1. As set forth in more detail herein, this application seeks approval of the Debtor's retention of JEP Law as its general counsel to represent the Debtor and assist it in carrying out its duties as a debtor-in-possession under Chapter 11 of the Bankruptcy Code in substitution for the previously retained Rich Michaelson Magaliff Moser, LLP (hereinafter "RMMM").

JURISDICTION AND VENUE

2. Jurisdiction over this application is vested in the United States District Court for this District pursuant to Sections 1334 of Title 28 of the United States Code (the "Judicial Code").

3. This is a core proceeding arising under title 11 of the United States Code. *See* 28 U.S.C. §§157(b)(1). The statutory predicates for the relief sought herein are Sections 327 and 1107 of the Bankruptcy Code.

4. Venue of this motion in this district is proper pursuant to Section 1409 of the Judicial Code.

BACKGROUND

5. On February 12, 2016, the Debtor filed a voluntary petition for the relief afforded by Chapter 11, Title 11, U.S.C. §§1101 et seq., (the "Code").

6. The Debtor is authorized to operate its business and manage its affairs as a debtor-in- possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

7. No request has been made for the appointment of a trustee or an examiner in this Chapter 11 Case. No official committee has yet been appointed by the Office of the United States Trustee.

8. The Debtor has selected JEP Law as its bankruptcy counsel, and JEP Law has agreed to be substituted for RMMM as counsel on the terms and conditions set forth in this Application.

9. The Debtors desire to retain the JEP Law as its bankruptcy counsel to prosecute and complete its chapter 11 case. The Debtor was informed that Julio E. Portilla, Esq., is duly admitted to practice in this Court as well as the Courts of the State of New York.

10. The Debtor has selected JEP Law for the reason that it has considerable experience in matters of this nature, and the Debtor believes that JEP Law is well qualified to act as its attorney and to represent it as a debtor-in-possession in this case.

11. Annexed hereto as Exhibit "A" is a Substitution and Consent Order Granting Substitution of Attorney (the "Stipulation") to be "So-Ordered by this Court executed by JEP Law, the Debtor's principal, and RMMM.

12. The Debtor respectfully requests that in conjunction with the relief requested in this Application, that this Court "So-Order" the Stipulation, so that the Debtor will only have one general counsel.

RELIEF REQUESTED

13. The Debtor seeks authorization to retain JEP Law as its general counsel to represent the Debtor in this case and assist it in carrying out its duties as a debtor-in-possession under Chapter 11 of the Bankruptcy Code effective as of the August 25, 2016 and that this Court "So-Order" the Stipulation.

A. Services to be Rendered During this Case

14. The professional services to be rendered by JEP Law in this case shall include, but shall not be limited to:

i. providing advice to the Debtor with respect to its powers and duties under the Bankruptcy Code in the continued operation of its business and the management of its property;

ii. negotiating with creditors of the Debtor, preparing a plan of reorganization and taking the necessary legal steps to consummate a plan, including, if necessary, negotiations with respect to financing a plan;

iii. appearing before the various taxing authorities to work out a plan to pay taxes owing in installments

iv. preparing on the Debtor's behalf necessary applications, motions, answers, replies, discovery requests, forms of orders, reports and other pleadings and legal documents;

v. appearing before this Court to protect the interests of the Debtor and its estate, and representing the Debtor in all matters pending before this Court; and

vi. performing all other legal services for the Debtor that may be necessary herein

B. Fees

15. In return for providing the above-referenced services, JEP Law will receive its customary fees, subject to the submission of appropriate applications and the approval of this Court. On August 2016, JEP Law, for services to be rendered to the Debtor, received a $7,500.00 payment from Lena Sklyut Corp., an entity connected to and controlled by Yelena Sklyut, the principal of the Debtor.

16. Yelena Sklyut and Lena Sklyut Corp. have been advised that despite the fact that Lena Sklyut Corp paid the retainer to JEP Law, JEP Law does not represent Yelena Sklyut or any entity related to Yelena Sklyut, including Lena Sklyut Corp.

17. JEP Law will not represent Yelena Sklyut or any entity retaled to Yelena Sklyut, including Lena Sklyut Corp., and only represents the Debtor, and only the Debtor may receive any client confidences regardless of who paid the Debtor's retainer. JEP Law has also advised Lena Sklyut Corp. and Yelena Sklyut that in the event any dispute arises, JEP Law's responsibility is to the Debtor and Yelena Sklyut and Lena Sklyut Corp. will be required to retain their own counsel.

C. Disinterestedness

18. The Debtor believes that JEP Law is a "disinterested person" as that term is defined by the Bankruptcy Code. JEP Law is not a creditor, equity security holder or insider of

the Debtor; is not and was not within two years before the Petition Date, a director, officer or employee of the Debtor; and represents no interest materially adverse to the Debtor, its estate, its creditors, or its equity holders. Except as stated herein and in the affidavit annexed hereto, to the best of the Debtor's knowledge, information and belief, JEP Law has no connection with the Debtor, its creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, and will not, at any time, represent any other entity in connection with this case.

BASIS FOR THE REQUESTED RETENTION

19. Section 327(a) of the Bankruptcy Code provides that a debtor, with the court's approval, may employ one or more professional persons that do not hold or represent an interest adverse to the estate and that are disinterested persons to represent or assist the debtor in carrying out its duties under the Bankruptcy Code. 11 U.S.C. § 327(a).

CONCLUSION

20. The Debtor submits that for the reasons set forth above, its retention of JEP Law is essential to its successful reorganization. Accordingly, the Debtor submits that it is in the best interest of the Debtor, its estate and its creditors for the Debtor to be authorized to retain JEP Law.

21. No prior application for the relief requested herein has been made to this or any other Court.

WHEREFORE, the Debtor respectfully requests that the Court enter an order approving its retention of JEP Law effective as of August 25, 2016, on the terms and conditions set forth herein and in the annexed affidavit and granting such other and further relief as is just and proper.

DATED: August 24, 2016
New York, NY

UBB PROJECT LLC *dba* ROOMR

By: */s/ Yelena Sklyut*
Principal

Sworn to before me this
24th day of August 2016
/s/Julio E. Portilla
NOTARY
No. 02PO6252910
Qualified in New York County
Commission Expires 12/12/2019